

**Hearing Date and Time: December 1, 2008 at 10:00 a.m. (prevailing Eastern time)**

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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
	:	(Jointly Administered)
Debtors.	:	
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**THIRD NOTICE OF FILING OF ACCOMMODATION AGREEMENT  
MODIFICATIONS (EXHIBIT B TO ORIGINAL DOCKET NO. 14408)**

PLEASE TAKE NOTICE THAT on November 7, 2008, the Debtors filed the Expedited Motion For Order (I) Supplementing January 5, 2007 DIP Refinancing Order (Docket No. 6461) And Authorizing Debtors To Enter Into And Implement Accommodation Agreement With Agent And Participating Lenders And (II) Authorizing Debtors To (A) Enter Into Related Documents And (B) Pay Fees In Connection Therewith (Docket No. 14408) (the "Motion").<sup>1</sup> The agreement attached to the Motion reflected the support of the Agent and the anticipated support of the Participating Lenders for the Debtors' turnaround efforts, despite the current economic downturn and the unprecedented turmoil in the capital markets. The Accommodation Agreement implements provisions of the DIP Facility previously negotiated by the Debtors to be used in the event that extension of the DIP Facility was not practical, available, or desirable. Prior notices of modifications to the proposed Accommodation Agreement reflecting further discussions between the Debtors, the Agent, and the DIP Lenders undertaken in an effort to maximize the number of Participating Lenders from Tranches A, B, and C of the DIP Facility were filed on November 18, 2008 (Docket No. 14456) and on November 21, 2008 (Docket No. 14483). The hearing on this Motion, originally scheduled for the November, 2008 monthly omnibus hearing held on November 24, 2008, was continued to 10:00 a.m. New York Time on December 1, 2008, in order to provide additional time for representatives of the Debtors, the Agent, certain of the lenders and General Motors Corporation to further review modifications made to the Accommodation Agreement.

PLEASE TAKE FURTHER NOTICE THAT these discussions have resulted in certain further modifications to the terms of the Accommodation Agreement that are acceptable to the Debtors, the Agent, General Motors Corporation and, the Debtors understand, the

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<sup>1</sup> Capitalized terms used but not defined herein have the meanings ascribed to them in the Motion.

Required Lenders. A copy of the changed pages of the form of agreement, marked to show changes from the form of agreement attached to the notice filed on November 21, 2008 (the "Changed Pages"), are attached hereto as Exhibit A. For the convenience of reference, the Debtors have filed all of the Changed Pages. Filing of all of the Changed Pages does not represent an admission by the Debtors that any of the Changed Pages contains a material modification.

Dated: New York, New York  
November 26, 2008

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